

# **EXHIBIT 5**

**SUPPLEMENT TO  
OFFER TO PURCHASE AND CONSENT SOLICITATION STATEMENT DATED APRIL 27, 2007**

**TYCO INTERNATIONAL GROUP S.A.  
OFFER TO PURCHASE AND SOLICITATION OF CONSENTS  
FOR ANY AND ALL OF ITS OUTSTANDING SECURITIES  
LISTED IN THE TABLE BELOW**

<b>Title of Securities</b>	<b>CUSIP Number</b>	<b>Outstanding Amount</b>
	<b>2003 Indenture Notes</b>	
6.0% notes due 2013	902118BK3	\$1,000,000,000
	<b>1998 Indenture Notes</b>	
6.125% notes due 2008	902118AM0	\$400,000,000
6.125% notes due 2009	902118AJ7	\$400,000,000
6.75% notes due 2011	902118AY4	\$1,000,000,000
6.375% notes due 2011	902118BC1	\$1,500,000,000
7.0% notes due 2028	902118AC2	\$500,000,000
6.875% notes due 2029	902118AK4	\$800,000,000

Tyco International Group S.A. (the "Company") hereby amends and supplements its offers to purchase for cash any and all of its outstanding notes listed in the table above, upon the terms and conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated April 27, 2007 (as amended and supplemented from time to time, the "Offer to Purchase"), and in the related Letter of Transmittal and Consent dated April 27, 2007 (the "Letter of Transmittal" and, together with this Offer to Purchase, the "Offer Documents"). Except as set forth in this supplement (this "Supplement"), the terms and conditions previously set forth in the Offer Documents, including information incorporated by reference therein, remain applicable to the offers to purchase and consent solicitations in all respects and this Supplement should be read in connection therewith.

The Company is extending the Early Consent Date with respect to both the 2003 Tender Offer and the 1998 Tender Offer by three business days. The consent solicitations now will expire at 5:00 p.m., New York City time, on Tuesday, May 15, 2007, unless extended or earlier terminated. References in the Offer Documents to the Early Consent Date are hereby amended to refer to such later date and time, unless extended or earlier terminated. The Expiration Date for the Tender Offers is unchanged. The Tender Offers will expire at 12:00 midnight, New York City time, on Thursday, May 24, 2007, unless extended or earlier terminated.

**NONE OF THE COMPANY, TYCO, THE DEALER MANAGERS, THE SOLICITATION AGENTS, THE INFORMATION AGENT, THE DEPOSITORY, OR THE TRUSTEE MAKES ANY RECOMMENDATION IN CONNECTION WITH THE TENDER OFFERS OR THE CONSENT SOLICITATIONS.**

*The Dealer Managers for the Tender Offers and the Solicitation Agents for the Consent Solicitations are:*

**Goldman, Sachs & Co.**

**Morgan Stanley**

May 10, 2007

**EXHIBIT 5**

#### ADDITIONAL INFORMATION

On May 9, 2007, AIG Global Investment Corp. ("AIG"), which purports to be a holder of 2003 Notes and 1998 Notes, commenced an action against the Company in the United States District Court for the Southern District of New York. The complaint in the action is on file with the Clerk of that court, under the case name *AIG Global Investment Corp. v. Tyco International Group, S.A.*, Case No. 07-cv-03693-SAS. The complaint alleges that the transfer of assets by the Company to TIFSA in connection with the Proposed Separation will not constitute a transfer of all or substantially all of the Company's assets and, therefore, that the Proposed Separation will violate the provisions of the 1998 Indenture and the 2003 Indenture because the Indentures do not permit the assignment of the Company's obligation on the Notes unless all or substantially all of the assets are being transferred. The complaint relies upon a case entitled *Sharon Steel Corp. v. The Chase Manhattan Bank*, 691 F.2d 1039 (2d Cir. 1982), which AIG claims supports its interpretation of the Indentures. The complaint also asserts that the Proposed Separation violates the Indentures because the transfer of assets to Tyco Electronics and Covidien will constitute a sale of all or substantially all of the Company's assets, but without a concurrent assumption of the Notes by such entities. Furthermore, the complaint alleges that the Company's Offer Documents are false and misleading in that they: represent that the transfer of the Company's assets to TIFSA as part of the Proposed Separation shall be deemed a conveyance of substantially all of the Company's assets; describe the 1998 Indenture Amendments and the 2003 Indenture Amendments as "clarifying" the applicable provisions of the Indentures, even though AIG asserts they represent a "dramatic change from the true meaning" of the provisions of the Indentures and that the "proposed amendments in fact effect a material change to the Successor Obligor clauses" of the Indentures; assert that the Company believes that the various steps in the Proposed Separation are not prohibited by the Indentures; and fail to disclose the existence of the *Sharon Steel* decision, which AIG claims is controlling, and that the Company's actions are "attempts to circumvent" the holding of the *Sharon Steel* decision. The Company disagrees with AIG's position, and intends to vigorously defend the lawsuit.

*The Depository for the Tender Offers and the Consent Solicitations is:*

Global Bondholder Services Corporation

*By Facsimile (Eligible Institutions Only):*

(212) 430-3775  
Attention: Corporate Actions  
For Information or  
Confirmation by Telephone:  
(212) 430-3774

*By Mail or Hand:*

Global Bondholder Services Corporation  
65 Broadway – Suite 723  
New York, New York 10006  
Attention: Corporate Actions

Any questions or requests for assistance may be directed to the Dealer Managers at the addresses and telephone numbers set forth below. Requests for additional copies of this Offer to Purchase and the Letter of Transmittal may be directed to the Information Agent. Requests for copies of the Indentures and the forms of the Supplemental Indentures may also be directed to the Information Agent. Beneficial owners may also contact their Custodian for assistance concerning the Tender Offers and the Consent Solicitations.

*The Information Agent for the Tender Offers and the Consent Solicitations is:*

Global Bondholder Services Corporation  
65 Broadway – Suite 723  
New York, New York 10006  
Attn: Corporate Actions  
Bank and Brokers Call Collect: (212) 430-3774  
All Others Please Call Toll-Free: (866) 470-3700

*The Dealer Managers for the Tender Offers and the Solicitation Agents for the Consent Solicitations are:*

Morgan Stanley  
Liability Management Group  
1585 Broadway, Floor 04  
New York, NY 10036  
(212) 761-1941  
Toll Free: (800) 624-1808

Goldman, Sachs & Co.  
Liability Management  
1 New York Plaza  
New York, NY 10004  
(212) 902-9077  
Toll Free: (800) 828-3182